

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
JOANN INC., <i>et al.</i> , ¹)	
)	Case No. 25-10068 (CTG)
)	
Debtors.)	(Jointly Administered)
)	Obj. Deadline: May 7, 2025 at 4:00 p.m. (ET)
)	

**SUMMARY OF FIRST MONTHLY FEE
APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM JANUARY 15, 2025 THROUGH AND INCLUDING FEBRUARY 28, 2025**

Name of Applicant:	<u>Kirkland & Ellis LLP</u> <u>Kirkland & Ellis International LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>March 4, 2025 effective as of January 15, 2025</u>
Period for which compensation and reimbursement is sought:	January 15, 2025 through and including February 28, 2025
Amount of Compensation sought as actual, reasonable and necessary:	\$6,419,067.60 (80 percent of \$8,023,834.50) ²
Amount of Expense reimbursement sought as Actual, reasonable, and necessary:	\$81,287.92

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² K&E voluntarily reduced its fees and expenses by \$1,604,766.90 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these fees and expenses in this Monthly Fee Statement (as defined herein).

This is a(n) X monthly interim final application

**Summary of Hours by Professional Billed From
January 15, 2025 through February 28, 2025**

Professional Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Olivia Acuna	Associate	Restructuring	2021	1,465.00	301.40	\$441,551.00
Nick Anderson	Associate	Restructuring	2023	1,065.00	156.20	\$166,353.00
Marcela Barba	Associate	Corporate - Capital Markets	2020	1,525.00	9.60	\$14,640.00
Ian M. Betts	Associate	Litigation - General	2017	1,345.00	156.50	\$210,492.50
Lindsey Blumenthal	Associate	Restructuring	2018	1,525.00	265.00	\$404,125.00
Henry Caldwell	Associate	Litigation - General	2018	1,445.00	334.30	\$483,063.50
Devon N. Chenelle	Associate	Restructuring	2023	880.00	168.20	\$148,016.00
Brigit Crosbie	Associate	Litigation - General	2021	1,345.00	184.80	\$248,556.00
Chad B. Crowell	Associate	International Trade	2020	1,465.00	1.00	\$1,465.00
Kaitlan Donahue	Associate	Restructuring	2024	880.00	198.50	\$174,680.00
Carlos Estrada	Associate	Litigation - General	2023	1,025.00	140.50	\$144,012.50
Fredrica George	Associate	Restructuring	2024	1,065.00	94.00	\$100,110.00
Alex Ingoglia	Associate	Litigation - General	2021	1,345.00	209.20	\$281,374.00
Liz Ji	Associate	Taxation	2021	1,395.00	8.80	\$12,276.00
Maggie Kate King	Associate	Technology & IP Transactions	2021	1,375.00	1.90	\$2,612.50
Alec Klimowicz	Associate	Restructuring	2024	880.00	215.40	\$189,552.00

Professional Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Ben Kovach	Associate	Technology & IP Transactions	2022	1,195.00	4.70	\$5,616.50
Joshua J. Lustig	Associate	IP Litigation	2023	1,025.00	148.40	\$152,110.00
Colleen E. Mayer	Associate	ECEB - General	2024	880.00	13.30	\$11,704.00
Kelly Meyer	Associate	Restructuring	2023	1,065.00	287.70	\$306,400.50
Tyler Nappo	Associate	Antitrust/Competition	2025	880.00	2.60	\$2,288.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	1,465.00	18.10	\$26,516.50
Armando L. Prather	Associate	Litigation - General	2022	1,185.00	67.80	\$80,343.00
Joshua Raphael	Associate	Restructuring	2023	1,195.00	201.20	\$240,434.00
Maayan Sachs	Associate	ECEB - Labor/Employment	2022	1,195.00	3.10	\$3,704.50
Nick Stratman	Associate	Restructuring	2023	1,065.00	177.30	\$188,824.50
Matt Truedson	Associate	Corporate - Debt Finance	2023	1,195.00	19.90	\$23,780.50
Kruthi Venkatesh	Associate	Corporate - M&A/Private Equity	2024	1,195.00	18.50	\$22,107.50
Matt Waldrep	Associate	Restructuring	2021	1,195.00	234.40	\$280,108.00
Joe Walter	Associate	Litigation - General	2023	1,025.00	171.30	\$175,582.50
Daniel Z. Weiss	Associate	Corporate - General	2024	880.00	6.70	\$5,896.00
Dan Zagoren	Associate	Litigation - General	2014	1,185.00	35.80	\$42,423.00
Andrew Zhang	Associate	Taxation	2024	925.00	6.00	\$5,550.00
Matthew J. Zhu	Associate	Litigation - General	2021	1,345.00	81.20	\$109,214.00

Professional Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
James Ziemba	Associate	Restructuring	2025	880.00	161.40	\$142,032.00
Jack N. Bernstein	Of Counsel	ECEB - Employee Benefits	1995	1,895.00	28.50	\$54,007.50
Christie M. Alcala	Partner	ECEB - Labor/Employment	2010	2,045.00	4.70	\$9,611.50
Bill Arnault, P.C.	Partner	Litigation - General	2009	2,015.00	157.40	\$317,161.00
Aulden Burcher-DuPont	Partner	Litigation - General	2014	1,395.00	34.70	\$48,406.50
Jacob R. Clark	Partner	Real Estate	2017	1,725.00	1.60	\$2,760.00
Bernadette Coppola	Partner	Technology & IP Transactions	2013	1,725.00	0.40	\$690.00
Susan D. Golden	Partner	Restructuring	1988	1,795.00	4.10	\$7,359.50
John Thomas Goldman	Partner	Real Estate	2002	2,295.00	0.50	\$1,147.50
Martha K. Harrison	Partner	Litigation - General	1999	1,735.00	0.30	\$520.50
Kathleen Vera Kinsella	Partner	Litigation - General	2016	1,525.00	123.40	\$188,185.00
Mike Kraft	Partner	Litigation - General	2018	1,525.00	203.50	\$310,337.50
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	2,175.00	0.60	\$1,305.00
Jeff Michalik	Partner	Restructuring	2017	1,735.00	236.00	\$409,460.00
Samantha R. Morelli	Partner	Antitrust/Competition	2016	1,815.00	3.30	\$5,989.50
Peter Ott	Partner	Corporate - Debt Finance	2019	1,725.00	10.30	\$17,767.50
William T. Pruitt	Partner	Litigation - General	2004	1,895.00	1.00	\$1,895.00
Anup Sathy, P.C.	Partner	Restructuring	1995	2,595.00	125.90	\$326,710.50

Professional Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2,075.00	9.20	\$19,090.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	2,595.00	8.40	\$21,798.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	2,045.00	14.10	\$28,834.50
Andy Veit, P.C.	Partner	Corporate - Debt Finance	2010	2,175.00	23.70	\$51,547.50
Nicholas Warther	Partner	Taxation	2017	1,825.00	20.60	\$37,595.00
Michael C. Whalen	Partner	Litigation - General	2015	1,525.00	260.00	\$396,500.00
Aparna Yenamandra, P.C.	Partner	Restructuring	2013	1,995.00	178.70	\$356,506.50
Katherine Chen	Junior Paralegal	Litigation - General	N/A	395.00	52.80	\$20,856.00
Christian Mancino	Junior Paralegal	Restructuring	N/A	395.00	23.10	\$9,124.50
Julia F. Burnson	Paralegal	Restructuring	N/A	685.00	30.70	\$21,029.50
Robert D. Mason	Paralegal	Corporate - Debt Finance	N/A	685.00	0.50	\$342.50
Rob Soneson	Paralegal	Technology & IP Transactions	N/A	685.00	15.50	\$10,617.50
Donna Casas-Silva	Support Staff	Litigation & Practice Tech	N/A	760.00	68.20	\$51,832.00
Peter Cheung	Support Staff	Litigation & Practice Tech	N/A	760.00	22.40	\$17,024.00
Matthew Cooper	Support Staff	Conflicts Analysis	N/A	370.00	17.40	\$6,438.00
Marta Dudyan	Support Staff	Conflicts Analysis	N/A	370.00	37.60	\$13,912.00
Keith Huang	Support Staff	Litigation & Practice Tech	N/A	560.00	15.70	\$8,792.00
Bradley Kellogg	Support Staff	Litigation & Practice Tech	N/A	760.00	98.40	\$74,784.00

Professional Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Ken Lee	Support Staff	Litigation & Practice Tech	N/A	560.00	157.40	\$88,144.00
Daniel McNamara	Support Staff	Litigation & Practice Tech	N/A	690.00	82.10	\$56,649.00
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	370.00	42.00	\$15,540.00
Thanh Phan	Support Staff	Litigation & Practice Tech	N/A	560.00	63.40	\$35,504.00
Catherine Rogers	Support Staff	Litigation & Practice Tech	N/A	690.00	89.50	\$61,755.00
Joe Seaman	Support Staff	Litigation & Practice Tech	N/A	760.00	88.90	\$67,564.00
Kurt J. Wunderlich	Support Staff	Antitrust/Com petition	N/A	2,045.00	0.60	\$1,227.00
Totals					6,461.80	\$8,023,834.50

Compensation By Project Category
From January 15, 2025 through February 28, 2025

Matter Number	Project Category Description	Total Hours	Total Fees
2	Chapter 11 Filing and First-Day Pleading	165.80	\$195,960.00
3	Adversary Proceeding & Contested Matters	91.50	\$141,564.50
4	Corporate & Governance Matters	29.10	\$50,778.00
5	Disclosure Statement / Plan / Confirmation	254.00	\$300,899.50
6	Cash Collateral	357.40	\$465,875.00
7	Cash Management	9.70	\$10,434.50
8	Automatic Stay Issues	15.60	\$19,261.50
9	Asset Sales / Section 363 / Use, Sale, & Disposition of Property	1,092.10	\$1,595,486.50
10	Executory Contracts & Unexpired Leases	280.40	\$305,224.00
11	Business Operations	2.50	\$3,692.50
12	Claims Administration	35.40	\$36,700.50
13	Schedules and Statements (SOFAs)	32.50	\$34,761.50
14	Creditor and Stakeholder Communications	15.60	\$26,575.00
15	U.S. Trustee Matters and Communications	26.50	\$40,792.50
16	Hearings	98.30	\$161,840.50
17	Insurance and Surety Matters	39.00	\$39,354.00
18	Utilities	26.90	\$35,388.00
19	Tax Matters	43.20	\$72,044.00
20	Case Administration	106.00	\$117,375.50
21	Retention – K&E	284.60	\$250,060.00
22	Retention – Non K&E	184.70	\$195,159.00
23	Vendor Matters	210.60	\$246,170.00
24	Litigation	2,858.10	\$3,396,168.00
25	Non-Working Travel	80.30	\$122,337.50
26	Creditors' Committee Matters	41.40	\$45,704.50
27	Employee and Labor Matters	77.90	\$114,228.00
Total		6,461.80	\$8,023,834.50

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Third Party Telephone Charges		\$104.00
Standard Copies or Prints	\$0.10	\$2,725.80
Color Copies or Prints		\$3,431.45
Closing/Mini Books		\$12.00
Local Transportation		\$178.98
Travel Expense		\$10,949.77
Airfare		\$11,323.53
Transportation to/from airport		\$3,230.37
Travel Meals		\$1,103.93
Other Travel Expenses		\$160.00
Court Reporter Fee/Deposition		\$7,162.95
Other Court Costs and Fees		\$23,022.35
Working Meals/K&E Only		\$76.17
Working Meals/K&E and Others		\$1,212.91
Catering Expenses		\$240.00
Outside Retrieval Service		\$539.20
Computer Database Research		\$442.71
Westlaw Research		\$4,128.76
LexisNexis Research		\$375.00
Overtime Transportation		\$688.53
Overtime Meals - Non-Attorney		\$78.98
Overtime Meals - Attorney		\$1,015.10
Rental Expenses		\$9,012.82
Overnight Delivery - Hard		\$48.21
Computer Database Research - Soft		\$24.40
Total		\$81,287.92

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 25-10068 (CTG)
)

) (Jointly Administered)
)

) Obj. Deadline: May 7, 2025 at 4:00 p.m. (ET)
)

**FIRST MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM JANUARY 15, 2025 THROUGH AND INCLUDING FEBRUARY 28, 2025**

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of January 15, 2025*, dated March 4, 2025 [Docket No. 545] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, dated March 4, 2025 [Docket No. 552] (the “Interim Compensation Order”), and the Local Rules for the United States Bankruptcy Court District of Delaware (the “Local Rules”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files this

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$6,419,067.60 (80% of \$8,023,834.50) for the reasonable and necessary legal services K&E rendered to the Debtors from January 15, 2025 through February 28, 2025 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$81,287.92 during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$8,023,834.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$6,419,067.60 in the aggregate).
 - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 6,461.80 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
 - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.²

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due

² K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to the United States Bankruptcy Court for the District of Delaware for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$6,500,355.52 consisting of (a) \$6,419,067.60, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$81,287.92 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: April 16, 2025
Wilmington, Delaware

/s/ Patrick J. Reilley

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